

ALVORD AND ALVORD
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

December 26, 2002

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Memorandum of Assignment of Schedule to Equipment Lease Agreement, dated as of December 20, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease Agreement (Schedule No. 22) previously filed with the Board under Recordation Number 23204-YYYY.

The names and addresses of the parties to the enclosed document are:

Assignor:	Allfirst Bank 25 South Charles Street Baltimore, MD 21202
Assignee:	LaSalle National Leasing Corporation 1 West Pennsylvania Avenue Suite 1000 Towson, MD 21204

A description of the railroad equipment covered by the enclosed document is:

2 locomotives NS 5553 and NS 5554

OF COUNSEL
URBAN A. LESTER
RECORDATION NO. 23204-QQQQQ FILED
DEC 26 '02 12-58 PM
SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams
December 26, 2002
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Assignment of Schedule to Equipment Lease Agreement

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anr
Enclosures

**MEMORANDUM OF ASSIGNMENT OF SCHEDULE
TO EQUIPMENT LEASE AGREEMENT**
(Surface Transportation Board)

THIS MEMORANDUM OF ASSIGNMENT OF SCHEDULE TO EQUIPMENT LEASE AGREEMENT (this "Memorandum") dated as of December 20, 2002 is between ALLFIRST BANK, a Maryland state chartered commercial bank ("Allfirst") and LASALLE NATIONAL LEASING CORPORATION ("LaSalle").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Allfirst, as successor lessor, has leased the locomotives identified on Schedule 1 attached hereto (the "Locomotives") under that certain Equipment Lease Agreement dated as of October 25, 2000 (as amended, modified, extended, supplemented, restated and/or replaced from time to time, the "Lease") to Norfolk Southern Railway Company.

B. The Lease was recorded with the Surface Transportation Board on October 27, 2000 under recordation No. 23204.

C. Allfirst, as seller, and LaSalle, as buyer, are parties to that certain Master Assignment Agreement, dated September 28, 2001, pursuant to which Allfirst has sold to LaSalle the Locomotives and assigned to LaSalle certain rights and obligations of "Lessor" under the Lease.

D. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[The remainder of this page has been intentionally left blank]

RECORDATION NO. 23204-99999 FILED

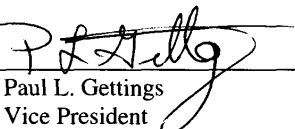
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SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

ALLFIRST BANK

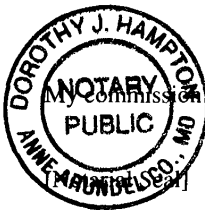
By: 
Paul L. Gettings
Vice President

STATE OF MARYLAND)

) ss:

CITY OF BALTIMORE)

The foregoing Memorandum of Assignment of Schedule to Equipment Lease Agreement was acknowledged before me, the undersigned Notary Public, in the City of Baltimore this 16 day of December, 2002 by Paul L. Gettings, as a Vice president of ALLFIRST BANK, a Maryland state chartered commercial bank.



DOROTHY J. HAMPTON
NOTARY PUBLIC, ANNE ARUNDEL CO., MD
My Commission Expires 11/15/2005


Notary Public

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SCHEDULE 1

DESCRIPTION OF LOCOMOTIVES

MANUFACTURER	MODEL	TYPE	PRE- REFURBISHMENT ROAD NO.	SERIAL NO.	POST- REFURBISHMENT ROAD NO.
General Motors	GP38-2	2000 H.P., 4 axle, Locomotive	NS 2770	7240-18	NS 5553
General Motors	GP38-2	2000 H.P., 4 axle, Locomotive	NS 2804	7240-52	NS 5554